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DIVERSITY, EQUITY & INCLUSION (DEI) POLICY

VERTIS INFRASTRUCTURE TRUST

(formerly known as Highways Infrastructure Trust)

Message from Mr. Neeraj Sanghi - Chief Executive Officer

During my early childhood which was spent in a part of north India, I was always thinking about why my mother is not part of any major decision-making process at home while in my mind she was the most knowledgeable person and at times most experienced to take such decision. Thankfully time has evolved and now I see more and more females taking leading roles for the right reasons and competency. I see many female board members, CEO and even in operations, they have made their presence felt. Even our most successful plaza operation is run by female staff. I am so glad that things have changed and that our female population is taking up various sections of studies and proving their mettle by working at top positions in recognized organizations.

Today, at Vertis Fund Advisors Private Limited we have about 19% females working for us at our Head Office including at Leadership level. Also, we encourage female employees at site though percentage remains relatively small.

At Vertis Fund Advisors Private Limited, we have always kept a clear focus on getting competent people at job. We have made sure we encourage each of our employees to speak out and make them feel that they are an integral part of our organization.

Our prime goal is to build and maintain a team of employees that is talented, diverse and committed to fostering a safe, fair and inclusive workforce. We have surely made progress on this aspect from last few years, but I know we can do more.

With this DEI Policy, I appeal all of you to recognize the importance of DEI and make sure you consider the objectives of this policy, while carrying out your work activities at any level you may be working at our organization. I also further request all of you to join me in achieving our DEI Goals and make Vertis Fund Advisors Private Limited an organization which is committed to Diversity, Equity & Inclusion.

Regards,

Neeraj Sanghi

Chief Executive Officer and Whole Time Director

1. Our Definitions

a. Diversity

Variety of differences amongst people in the organization leading the individuals to make unique contributions. Diversity could be of geography, ethnicity, gender, sexual orientation, age, physical abilities, family status, religion, regional etc. While we strongly support diversity in all forms, achieving gender parity is a priority for us.

b. Equality

Equality provides equal / same opportunities & rights for everyone irrespective of any kind of diversity.

c. Inclusion

A respectful, and welcoming culture which promotes and supports a sense of belonging. Inclusion can be assessed as the extent to which employees are valued, respected, accepted, their individuality recognized and encouraged to participate in the organization.

2. Purpose

Vertis Fund Advisors Private Limited (“Investment Manager”) is committed to embedding diversity, equity and inclusion in all practices. It aims to establish an inclusive culture, that celebrates diversity, and is free from discrimination.

3. Scope

The Diversity, Equity & Inclusion (“DEI”) policy will be applicable to Vertis Infrastructure Trust, its subsidiaries and all the Special Purpose Vehicles (SPVs) / Projects managed by Investment Manager.

It will be applicable to all Investment Manager practices and policies on recruitment, selection and promotion; appraisals, compensation & benefits; employee career development & trainings; engagement programs and any other applicable events / practices at Investment Manager.

4. Vision

Our vision is to make diversity; equity & inclusion our way of doing business.

5. Commitments

We are committed to:

- Providing every employee an equal opportunity to contribute and influence every level of work area and ensuring every employee feels inclusive & an integral part of Investment Manager business.
- Zero Tolerance to any kind of discrimination at work place; based on but not limited to race, ethnicity, caste, religion, culture, color, age, gender, identity or expression, political opinion, disability, socio-economic status or sexual orientation of an individual
- Hiring / Recruitment, training, remuneration and growth of employees to be handled purely on merit basis and free from any kind of discrimination of categories mentioned above.

- Prompt addressing of complaints on harassment, bullying or unlawful discrimination by employees, contractors and other stakeholders.
- Maintaining gender diversity within the organization & monitoring same by developing objectives as mentioned below:-
 - Percentage of women in Investment Manager's Leadership Group
 - Percentage of women in Investment Manager's Corporate Team
 - Percentage of women at SPV Level

6. Our Goals – The 3 C's

a. Culture

Promoting the vision of DEI at all levels by taking actions to increase diversity & equity in workforce and maintain an inclusive workspace.

b. Career

Recruit / Hire a high performing workforce and work towards enhancing their career by providing equal opportunities for their competency development.

c. Communication

Setup an atmosphere where every employee feels free to put forward their opinion and develop a transparent communication amidst all level of employees.

7. Responsibilities

a. Leadership Team

- Leading & supporting Investment Manager in creating and inclusive & diverse work environment
- Taking ownership & providing guidance to implement this policy
- Encourage / promote a work environment where employees are comfortable in reporting complaints or violations
- Monitor progress periodically

b. Mid Management Team

- Having complete awareness of DEI policy requirements and implementing same while recruiting, hiring, promoting, nominating employees.
- Having understanding on how to address complaints / grievances reported by employees.
- Ensuring employees are encouraged & enabled to reach their full potential

c. Employees

- Contributing their part as applicable, in implementing the policy requirements.
- Maintain positive work environment within organization
- Report incidents relevant to discriminations, harassments or bullying experience themselves or observed within the organization

8. Monitoring

Implementation & objectives of this policy will be monitored periodically by Investment Manager Team for continual improvement.

9. References

This policy is supported by other Investment Manager Policies as per trailing list:

- ESG Policy
- Code of Conduct
- Anti-Harassment Policy
- Recruitment & Selection Policy
- Grievance Handling Policy
- HSES Policy
- Anti-Bribery & Anti-Corruption Policy